

01-31-2000

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Patent and Trademark Office
Docket No. 44497-24001

101252634

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Hara Glick</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Beauty.com, Inc. Internal Address: 50th Floor Street Address: 767 Fifth Avenue City: New York, State: NY ZIP: 10153</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>December 3, 1999</u></p>	


<p>4. Application number(s) or registration number(s):</p> <p>If this document is being filed together with a new application, the execution date of the application is:</p> <p>A. Trademark Application No.(s) B. Registration No.(s)</p> <p><u>75/655,843</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Lynn M. Humphreys Morrison & Foerster LLP 425 Market Street San Francisco, California 94105-2482</p>	<p>6. Total number of applications and trademark registrations involved: 1</p> <p>7. Total fee (37 C.F.R. § 3.41): \$40.00</p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket 44497-24001</p> <p>8. Deposit account number: <u>03-1952</u></p>

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.**DO NOT USE THIS SPACE**

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Name: Lynn M. Humphreys

 12/16/99
Signature Date

Total number of pages comprising cover sheet, attachments and document: 3

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

sf-802469

TRADEMARK
REEL: 002013 FRAME: 0345

TRADEMARK ASSIGNMENT

For good and valuable consideration, including the mutual covenants and agreements contained in the certain Asset Purchase Agreement, dated December 3, 1999 ("the Agreement"), the receipt and sufficiency of which is hereby acknowledged, Hara Glick ("Assignor") hereby assigns, transfers, and conveys effective as of December 3, 1999, to Beauty.com, Inc., a Delaware corporation ("Assignee") all of Assignor's rights, title, and interest throughout the world in and to the marks described in the Schedule attached hereto together with the goodwill of the business in which such marks are used ("Marks"). This assignment shall include the applications to register the Marks described in the Schedule, along with any other applications or registrations for the Marks and the right to prosecute such applications or any new applications for the Marks, and enjoy the benefits of any registrations resulting therefrom. Assignor hereby acknowledges that pursuant to the Agreement Assignee is the successor to the portion of the business of Assignor to which the mark pertains.

Furthermore, Assignor conveys to Assignee the right to sue, or defend, or bring or maintain other actions to protect the interests in the Marks assigned herein, including without limitation oppositions and actions for past, present, and future infringement. Assignor agrees to take such further action and to execute such documents as Assignee may reasonably request to effect or confirm the conveyance to Assignee of the Marks and applications hereunder. Assignor hereby irrevocably designates and appoints the Assignee and its duly authorized officers and agents, as Assignor's agents and attorneys-in-fact to act for and in behalf and instead of Assignor, to execute and file any documents and to do all other lawfully permitted acts to further the above purposes with the same legal force and effect as if executed by Assignor.

Assignor:

Signed:

Printed:

Title:

Hara Glick
HARA GLICK

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On December 3, 1999, before me, CARLINE BANATTE Notary Public, personally appeared HARA GLICK, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that s/he executed the same in her/~~his~~ authorized capacity, and that by her/~~his~~ signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Carline R. Banatte
Notary Public

(Seal)

My Commission Expires: 10-25-01

CARLINE R. BANATTE
NOTARY PUBLIC, State of New York
No. 01BA5019474
Qualified in Kings County
Cert. Filed in New York County
Comm. Expires October 25, 20 01

SCHEDULE

Mark

U.S. Application Serial Number

MAKEUPALLEY

75/655843